

Exhibit 9

JOHNSON & JOHNSON BABY PRODUCTS COMPANY

ACTION AUTHORIZED BY
UNANIMOUS CONSENT OF SHAREHOLDER
IN LIEU OF A
SPECIAL MEETING OF SHAREHOLDER

The undersigned, holder of 100% of the issued and outstanding shares of Johnson & Johnson Baby Products Company, a New Jersey corporation, pursuant to the provisions of N.J.S.A. 14A:5-6, does hereby authorize and consent to the following action being taken in lieu of a Special Meeting of Shareholder:


RESOLVED: that the transfer to Omni Education Corporation ("Omni") of all the assets and liabilities of the Corporation except those allocated to the Corporation's diaper programs on the books or records of the Corporation pursuant to the terms and conditions of the Agreement for Transfer of Assets and Bill of Sale between the Corporation and Omni attached hereto as Exhibit A is in all respects authorized, ratified and approved.

WHEREAS: The Board of Directors of the Corporation has submitted to the undersigned as sole stockholder of the Corporation, a Plan of Merger attached as Exhibit B hereto between the Corporation and Personal Products Company, a New Jersey corporation.

NOW, THEREFORE BE IT RESOLVED: that the Plan of Merger be and it hereby is adopted.

JOHNSON & JOHNSON

By


A. J. Markey, Treasurer

Effective Date: July 21, 1981

EXHIBIT A

AGREEMENT FOR TRANSFER OF ASSETS

AND BILL OF SALE

THIS AGREEMENT, effective as of 12:01 a.m. on the 27th day of July 1981, by and between JOHNSON & JOHNSON BABY PRODUCTS COMPANY, a corporation organized under the laws of the State of New Jersey ("Baby Products"), and OMNI EDUCATION CORPORATION, a corporation organized under the laws of the State of New Jersey ("Omni").

WHEREAS, Baby Products is currently conducting various lines of business; and

WHEREAS, Baby Products is desirous of transferring to Omni all assets and liabilities of Baby Products except those which are now allocated to Baby Products' diaper programs on the books or records of Baby Products; and

WHEREAS, there is currently one share of common stock, \$10 par value, of Omni issued and outstanding, which is owned by Baby Products; and

WHEREAS, Baby Products wishes to transfer to Omni the above described assets and liabilities plus \$990 cash in return for (i) 99 additional shares of the common stock of Omni, par \$10 per share;

NOW, THEREFORE, in consideration of the premises and the following mutual covenants and undertakings contained in THIS AGREEMENT FOR TRANSFER OF ASSETS AND BILL OF SALE, it is agreed between the parties that: